

RECORDATION NO. 29589 FILED

Sean Dougherty
AVP, Contracts
CIT Rail

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SURFACE TRANSPORTATION BOARD



December 29, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RE: TOE01006

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as **April 2, 2007**, a **primary** document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: Texas Oklahoma and Eastern Railroad
412 E Lockesburg St.
DeQueen, AR 71832

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars numbered **TR 19600 through TR 19698** as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
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Chicago, IL 60606

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2 day of June, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Dr, Chicago, IL 60606 (the "Lessor"), and TEXAS OKLAHOMA AND EASTERN RAILROAD, a Oklahoma corporation, with an address at PO Box 9777, Mail Sort CH3J38, Federal Way, WA 98063-9777 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 19, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on January 4, 2002 as Recordation Number 23313-A.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: JM Kausling
Name: JM Kausling
Title: SVP - Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TEXAS OKLAHOMA AND EASTERN RAILROAD

By: Dale King
Name: DALE KING
Title: DIRECTOR

Quantity 95

Equipment Description 60 ' plate f cushioned boxcars with 12' plug door

Car Marks and Numbers.

TR	19600	TR	19647	TR	19692
TR	19601	TR	19648	TR	19693
TR	19602	TR	19649	TR	19694
TR	19603	TR	19650	TR	19695
TR	19604	TR	19651	TR	19696
TR	19605	TR	19652	TR	19697
TR	19606	TR	19653	TR	19698
TR	19607	TR	19654		
TR	19608	TR	19655		
TR	19609	TR	19656		
TR	19610	TR	19657		
TR	19611	TR	19658		
TR	19612	TR	19659		
TR	19613	TR	19660		
TR	19614	TR	19661		
TR	19615	TR	19662		
TR	19616	TR	19663		
TR	19617	TR	19664		
TR	19618	TR	19665		
TR	19620	TR	19666		
TR	19621	TR	19668		
TR	19622	TR	19669		
TR	19623	TR	19670		
TR	19625	TR	19671		
TR	19626	TR	19672		
TR	19627	TR	19673		
TR	19628	TR	19674		
TR	19629	TR	19675		
TR	19630	TR	19676		
TR	19631	TR	19677		
TR	19632	TR	19678		
TR	19633	TR	19679		
TR	19634	TR	19680		
TR	19635	TR	19681		
TR	19636	TR	19682		
TR	19637	TR	19683		
TR	19638	TR	19684		
TR	19639	TR	19685		
TR	19640	TR	19686		
TR	19641	TR	19687		
TR	19643	TR	19688		
TR	19644	TR	19689		
TR	19645	TR	19690		
TR	19646	TR	19691		

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